

RECORDATION NO. 26312 -RR  
FILED

MAY 13 '10 -11 45 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Agreement, dated as of May 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20312-T, -U, -V, -W and -PP

The names and addresses of the parties to the enclosed document are.

Lender	Wells Fargo Equipment Finance, Inc. 733 Marquette Avenue So., Suite 700 Minneapolis, Minnesota 55402
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Borrower.	Infinity Transportation, LLC 1355 Peachtree St Suite 750- South Tower Atlanta, Georgia 30309
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Chief, Section of Administration  
May 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

592 cars: CTIE 800082, CTIE 800091, CTIE 800155 and CTIE 800929  
and within the series KCS 126004 - KCS 127485, KCS 170003 - KCS  
171999 and KCS 800007 - KCS 802999 as more particularly set forth in  
the equipment schedule attached to the document


A short summary of the document to appear in the index is:

Memorandum of Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs  
Enclosures

RECORDATION NO. 20312 RR FILED

MAY 13 '10 -11 45 AM

SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF AGREEMENT**

**dated as of May 13, 2010**

**between**

**INFINITY TRANSPORTATION, LLC,  
as Borrower,**

**and**

**WELLS FARGO EQUIPMENT FINANCE, INC.,  
as Lender**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on May \_\_, 2010 at \_\_:\_\_.m.**

## **MEMORANDUM OF AGREEMENT**

THIS MEMORANDUM OF AGREEMENT is made and entered into as of May 13, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. ("Lender") and INFINITY TRANSPORTATION, LLC ("Borrower"), with reference to the following:

1. Lender has agreed to make a loan to Borrower, and Borrower has agreed to borrow certain sums from Lender, secured by that certain lease agreement and those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars and such lease are more fully described in that certain Rail Car Loan and Security Agreement dated as of May 13, 2010, (together with all of the schedules and other attachments thereto, collectively, the "Agreement"), between Lender and Borrower

2. The Agreement shall be effective as of the date hereof

This Memorandum of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Agreement.

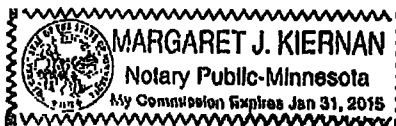
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Agreement to be executed, under seal, as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC.

By *[Signature]*  
Name: \_\_\_\_\_  
Title: Jacqueline P. Barragan  
Vice President  
Loan Administration Manager

STATE OF Minnesota )  
COUNTY OF Shannon ) ss.



On this 12<sup>th</sup> day of May, 2010, before me appeared Jacqueline P. Barragan, the person who signed this instrument, who acknowledged that (s)he is the Vice Pres of WELLS FARGO EQUIPMENT FINANCE, INC. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

*[Signature]*  
Notary Public

My commission expires:

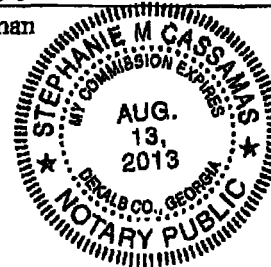
1-15-2015

INFINITY TRANSPORTATION, L.L.C

By: *Jeffrey E. Edelman*

Name: Jeffrey E. Edelman

Title: President



STATE OF Georgia )  
 ) ss.  
COUNTY OF Fulton )

On this 12<sup>th</sup> day of <sup>May</sup>~~April~~, 2010, before me appeared Jeffrey E. Edelman, the person who signed this instrument, who acknowledged that he is the President of INFINITY TRANSPORTATION, L.L.C and that, being duly authorized, he signed such instrument as a free act on behalf of said limited liability company

*Stephanie M. Cassamas*  
Notary Public

My commission expires.

August 13, 2013

**EXHIBIT NO. 1  
TO MEMORANDUM OF AGREEMENT**

**LEASE DESCRIPTION**

Lease Supplement Nos. 14, 15 and 16, each dated February 12, 2010 (collectively, the "Supplements"), and each between Infinity Transportation, LLC (as assignee of SCC SPV II LLC (the "Previous Lessor") pursuant to that certain Assignment and Assumption Agreement dated as of February 12, 2010), as lessor (the "Lessor") and The Kansas City Southern Railway Company, as lessee (the "Lessee") (which Supplements incorporate the provisions of the Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 between the Previous Lessor and Lessee).

**DESCRIPTION OF RAILCARS (NEXT PAGE)**

## DESCRIPTION OF RAILCARS

A total of 592 railcars (in groups of 125, 281, and 186) Specifically:

Group 17 for Lease Supplement 14 One hundred twenty-five (125) 60', 100-ton Plate F boxcars, 263,000 lbs. GRL These railcars bear the following AAR reporting marks and road numbers:

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
1 KCS126004	33 KCS126381	65 KCS126811	97 KCS127167
2 KCS126012	34 KCS126390	66 KCS126829	98 KCS127175
3 KCS126021	35 KCS126411	67 KCS126837	99 KCS127183
4 KCS126039	36 KCS126446	68 KCS126845	100 KCS127191
5 KCS126047	37 KCS126454	69 KCS126853	101 KCS127205
6 KCS126055	38 KCS126462	70 KCS126861	102 KCS127213
7 KCS126063	39 KCS126471	71 KCS126870	103 KCS127221
8 KCS126071	40 KCS126489	72 KCS126888	104 KCS127230
9 KCS126080	41 KCS126501	73 KCS126896	105 KCS127248
10 KCS126098	42 KCS126519	74 KCS126918	106 KCS127256
11 KCS126110	43 KCS126535	75 KCS126926	107 KCS127264
12 KCS126128	44 KCS126543	76 KCS126934	108 KCS127272
13 KCS126136	45 KCS126551	77 KCS126942	109 KCS127281
14 KCS126144	46 KCS126560	78 KCS126951	110 KCS127299
15 KCS126152	47 KCS126578	79 KCS126969	111 KCS127311
16 KCS126161	48 KCS126586	80 KCS126977	112 KCS127337
17 KCS126179	49 KCS126608	81 KCS126985	113 KCS127345
18 KCS126195	50 KCS126616	82 KCS126993	114 KCS127353
19 KCS126217	51 KCS126624	83 KCS127001	115 KCS127388
20 KCS126225	52 KCS126632	84 KCS127019	116 KCS127396
21 KCS126233	53 KCS126641	85 KCS127035	117 KCS127400
22 KCS126241	54 KCS126667	86 KCS127043	118 KCS127418
23 KCS126250	55 KCS126675	87 KCS127051	119 KCS127426
24 KCS126268	56 KCS126683	88 KCS127060	120 KCS127434
25 KCS126276	57 KCS126691	89 KCS127078	121 KCS127442
26 KCS126292	58 KCS126705	90 KCS127086	122 KCS127451
27 KCS126306	59 KCS126713	91 KCS127094	123 KCS127469
28 KCS126314	60 KCS126721	92 KCS127108	124 KCS127477
29 KCS126331	61 KCS126748	93 KCS127116	125 KCS127485
30 KCS126349	62 KCS126764	94 KCS127124	
31 KCS126357	63 KCS126772	95 KCS127132	
32 KCS126365	64 KCS126781	96 KCS127159	



Group 22 for Lease Supplement 15 Two hundred eighty-one (281) 52', 100 ton steel mill gondolas, 2,494 cu. ft capacity, 263,000 lbs GRL These railcars bear the following AAR reporting marks and road numbers:

<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>		<u>Car Number</u>	
1	KCS800007	37	KCS800392	73	KCS800775	109	KCS801160
2	KCS800023	38	KCS800406	74	KCS800783	110	KCS801178
3	KCS800031	39	KCS800422	75	KCS800791	111	KCS801186
4	KCS800040	40	KCS800431	76	KCS800805	112	KCS801194
5	KCS800066	41	KCS800449	77	KCS800813	113	KCS801208
6	KCS800074	42	KCS800457	78	KCS800821	114	KCS801216
7	CTIE800082	43	KCS800465	79	KCS800848	115	KCS801224
8	CTIE800091	44	KCS800473	80	KCS800856	116	KCS801241
9	KCS800104	45	KCS800481	81	KCS800864	117	KCS801259
10	KCS800112	46	KCS800490	82	KCS800881	118	KCS801267
11	KCS800139	47	KCS800503	83	KCS800899	119	KCS801275
12	KCS800147	48	KCS800511	84	CTIE800929	120	KCS801283
13	CTIE800155	49	KCS800520	85	KCS800911	121	KCS801291
14	KCS800163	50	KCS800538	86	KCS800937	122	KCS801305
15	KCS800171	51	KCS800546	87	KCS800945	123	KCS801313
16	KCS800180	52	KCS800554	88	KCS800953	124	KCS801321
17	KCS800198	53	KCS800562	89	KCS800961	125	KCS801348
18	KCS800201	54	KCS800571	90	KCS800970	126	KCS801356
19	KCS800210	55	KCS800589	91	KCS800988	127	KCS801364
20	KCS800228	56	KCS800597	92	KCS800996	128	KCS801372
21	KCS800236	57	KCS800601	93	KCS801003	129	KCS801381
22	KCS800244	58	KCS800619	94	KCS801011	130	KCS801399
23	KCS800252	59	KCS800627	95	KCS801020	131	KCS801402
24	KCS800261	60	KCS800635	96	KCS801038	132	KCS801411
25	KCS800279	61	KCS800643	97	KCS801046	133	KCS801429
26	KCS800287	62	KCS800651	98	KCS801054	134	KCS801437
27	KCS800295	63	KCS800660	99	KCS801062	135	KCS801445
28	KCS800309	64	KCS800678	100	KCS801071	136	KCS801453
29	KCS800317	65	KCS800686	101	KCS801089	137	KCS801461
30	KCS800325	66	KCS800694	102	KCS801097	138	KCS801470
31	KCS800333	67	KCS800708	103	KCS801101	139	KCS801488
32	KCS800341	68	KCS800716	104	KCS801119	140	KCS801496
33	KCS800350	69	KCS800724	105	KCS801127	141	KCS801500
34	KCS800368	70	KCS800741	106	KCS801135	142	KCS801518
35	KCS800376	71	KCS800759	107	KCS801143	143	KCS801526
36	KCS800384	72	KCS800767	108	KCS801151	144	KCS801534

(Lease Supplement 15 continued):

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
145	KCS801542	181	KCS801933
146	KCS801551	182	KCS801941
147	KCS801569	183	KCS801950
148	KCS801577	184	KCS801968
149	KCS801593	185	KCS801976
150	KCS801607	186	KCS801984
151	KCS801615	187	KCS801992
152	KCS801623	188	KCS802000
153	KCS801631	189	KCS802018
154	KCS801640	190	KCS802026
155	KCS801658	191	KCS802034
156	KCS801666	192	KCS802051
157	KCS801674	193	KCS802069
158	KCS801682	194	KCS802077
159	KCS801691	195	KCS802085
160	KCS801704	196	KCS802107
161	KCS801712	197	KCS802115
162	KCS801721	198	KCS802123
163	KCS801739	199	KCS802131
164	KCS801747	200	KCS802140
165	KCS801755	201	KCS802158
166	KCS801763	202	KCS802166
167	KCS801780	203	KCS802182
168	KCS801798	204	KCS802191
169	KCS801801	205	KCS802204
170	KCS801810	206	KCS802212
171	KCS801828	207	KCS802221
172	KCS801836	208	KCS802239
173	KCS801844	209	KCS802247
174	KCS801852	210	KCS802255
175	KCS801861	211	KCS802263
176	KCS801879	212	KCS802271
177	KCS801887	213	KCS802280
178	KCS801909	214	KCS802298
179	KCS801917	215	KCS802301
180	KCS801925	216	KCS802310
		217	KCS802336
		218	KCS802344
		219	KCS802352
		220	KCS802361
		221	KCS802387
		222	KCS802395
		223	KCS802409
		224	KCS802417
		225	KCS802425
		226	KCS802433
		227	KCS802441
		228	KCS802450
		229	KCS802468
		230	KCS802476
		231	KCS802484
		232	KCS802492
		233	KCS802506
		234	KCS802522
		235	KCS802531
		236	KCS802549
		237	KCS802557
		238	KCS802565
		239	KCS802573
		240	KCS802581
		241	KCS802590
		242	KCS802603
		243	KCS802611
		244	KCS802620
		245	KCS802638
		246	KCS802646
		247	KCS802654
		248	KCS802662
		249	KCS802671
		250	KCS802689
		251	KCS802697
		252	KCS802701
		253	KCS802719
		254	KCS802727
		255	KCS802735
		256	KCS802743
		257	KCS802751
		258	KCS802760
		259	KCS802778
		260	KCS802786
		261	KCS802794
		262	KCS802808
		263	KCS802816
		264	KCS802824
		265	KCS802832
		266	KCS802841
		267	KCS802859
		268	KCS802867
		269	KCS802875
		270	KCS802883
		271	KCS802891
		272	KCS802905
		273	KCS802913
		274	KCS802921
		275	KCS802930
		276	KCS802948
		277	KCS802956
		278	KCS802964
		279	KCS802972
		280	KCS802981
		281	KCS802999

Group 24 for Lease Supplement 16 One hundred eighty-six (186) 50', 100-ton Plate C boxcars, 263,000 lbs. GRI.. These railcars bear the following AAR reporting marks and road numbers.

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
1 KCS170003	36 KCS170399	71 KCS170771
2 KCS170011	37 KCS170402	72 KCS170780
3 KCS170020	38 KCS170411	73 KCS170798
4 KCS170038	39 KCS170429	74 KCS170801
5 KCS170046	40 KCS170437	75 KCS170810
6 KCS170054	41 KCS170445	76 KCS170828
7 KCS170062	42 KCS170453	77 KCS170836
8 KCS170071	43 KCS170461	78 KCS170844
9 KCS170089	44 KCS170470	79 KCS170852
10 KCS170097	45 KCS170488	80 KCS170861
11 KCS170101	46 KCS170496	81 KCS170879
12 KCS170119	47 KCS170500	82 KCS170887
13 KCS170127	48 KCS170518	83 KCS170895
14 KCS170135	49 KCS170526	84 KCS170909
15 KCS170143	50 KCS170542	85 KCS170917
16 KCS170151	51 KCS170551	86 KCS170925
17 KCS170160	52 KCS170569	87 KCS170933
18 KCS170178	53 KCS170577	88 KCS170941
19 KCS170186	54 KCS170585	89 KCS170950
20 KCS170194	55 KCS170593	90 KCS170968
21 KCS170208	56 KCS170615	91 KCS170976
22 KCS170216	57 KCS170631	92 KCS170984
23 KCS170241	58 KCS170640	93 KCS170992
24 KCS170259	59 KCS170658	94 KCS171000
25 KCS170267	60 KCS170666	95 KCS171018
26 KCS170275	61 KCS170674	96 KCS171026
27 KCS170283	62 KCS170682	97 KCS171034
28 KCS170291	63 KCS170691	98 KCS171042
29 KCS170305	64 KCS170704	99 KCS171051
30 KCS170313	65 KCS170712	100 KCS171069
31 KCS170321	66 KCS170721	101 KCS171077
32 KCS170348	67 KCS170739	102 KCS171085
33 KCS170356	68 KCS170747	103 KCS171093
34 KCS170364	69 KCS170755	104 KCS171107
35 KCS170372	70 KCS170763	105 KCS171123

(Lease Supplement 16 continued)

<u>Car Number</u>	<u>Car Number</u>	<u>Car Number</u>
106 KCS171131	141 KCS171506	176 KCS171875
107 KCS171140	142 KCS171514	177 KCS171883
108 KCS171158	143 KCS171522	178 KCS171891
109 KCS171166	144 KCS171531	179 KCS171905
110 KCS171174	145 KCS171549	180 KCS171913
111 KCS171182	146 KCS171565	181 KCS171921
112 KCS171191	147 KCS171573	182 KCS171930
113 KCS171204	148 KCS171581	183 KCS171956
114 KCS171212	149 KCS171590	184 KCS171964
115 KCS171221	150 KCS171603	185 KCS171972
116 KCS171239	151 KCS171611	186 KCS171999
117 KCS171247	152 KCS171620	
118 KCS171255	153 KCS171638	
119 KCS171263	154 KCS171646	
120 KCS171271	155 KCS171654	
121 KCS171280	156 KCS171662	
122 KCS171298	157 KCS171671	
123 KCS171301	158 KCS171689	
124 KCS171310	159 KCS171697	
125 KCS171328	160 KCS171701	
126 KCS171336	161 KCS171719	
127 KCS171344	162 KCS171727	
128 KCS171352	163 KCS171735	
129 KCS171361	164 KCS171743	
130 KCS171387	165 KCS171751	
131 KCS171395	166 KCS171760	
132 KCS171409	167 KCS171778	
133 KCS171417	168 KCS171786	
134 KCS171433	169 KCS171794	
135 KCS171441	170 KCS171808	
136 KCS171450	171 KCS171816	
137 KCS171468	172 KCS171824	
138 KCS171476	173 KCS171832	
139 KCS171484	174 KCS171841	
140 KCS171492	175 KCS171867	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

5/13/10



Robert W Alvord